



GOBIND SUGAR MILLS LIMITED

Regd. Office: 9/1, R.N. Mukherjee Road, Kolkata - 700 001

NOTICE

Notice is hereby given that the Sixty Fifth Annual General Meeting of GOBIND SUGAR MILLS LIMITED will be held on Friday, 04th August 2017 at 2.45 P.M. at the Registered Office of the Company at 9/1, R.N. Mukherjee Road, Kolkata - 700 001 to transact the following businesses:

Ordinary Business:

- 1.** To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2017 including audited Balance Sheet for the year ended 31st March, 2017 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- 2.** To appoint a Director in place of Mr. N. Suresh Krishnan, who retires by rotation and is eligible for reappointment.
- 3.** To ratify the appointment of Auditors and fix their remuneration. In this connection, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in line with the Ordinary Resolution passed by the Members at 63rd Annual General Meeting held on September 25, 2015, the appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N / N500013), as Statutory Auditors of the Company (for five years from the conclusion of 63rd Annual General Meeting) be and is hereby ratified to hold office from the conclusion of this (65th) Annual General Meeting till the conclusion of 66th Annual General Meeting to be held in the year 2018.

“RESOLVED FURTHER THAT the Audit Committee and / or Board of Directors be and is hereby authorized to fix their remuneration and terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with prevailing rules and regulations made in this regard.”

Special Business:

4. Appointment and Remuneration of Cost Auditor

To consider and, if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), the remuneration of Rs 50,000/- plus applicable taxes and out of pocket expenses for the financial year ending 31st March, 2018 as recommended by the Audit Committee and approved by the Board of Directors be paid to Mr. Somnath Mukherjee, F.I.C.W.A., Cost Accountant, for conducting the Cost Audit be and is hereby approved and ratified.”

5. Appointment of Mr. L.M. Chandrasekaran as an Independent Director of the Company

To consider and, if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, Schedule IV and other applicable provisions, if any, of Companies Act, 2013 (“Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulation (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. L.M. Chandrasekaran (holding DIN 01245052) Director of the Company, who was appointed as an Additional Director of the Company upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from 1st April, 2017 to 31st March, 2022.

“RESOLVED FURTHER THAT the Board of Directors of the Company and / or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they deem necessary in relation thereto and to file all the necessary documents with Registrar of Companies for the purpose of giving effect to this resolution.”

By Order of the Board

Laxman Aggarwal

Company Secretary

Regd Office: 9/1, R N Mukherjee Road

Kolkata – 700001

Dated: May 12, 2017

NOTES:

1. **THE EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF COMPANIES ACT, 2013 IS ANNEXED HERewith AND FORMS PART OF THE NOTICE.**
2. ***A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.***
3. **A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
4. **PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A Proxy Form is sent herewith. Proxies submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority, as applicable.**
5. During the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice is given to the company.
6. The Company's Registrar & Share Transfer Agents (RTA) are:

Link Intime India Pvt. Limited
59C, Chowringhee Road, 3rd Floor
Kolkata - 700 020
Tel : 91 033 2289 0540
Fax : 91 033 2289 0539

e-mail : kolkata@linkintime.co.in

7. Members can avail of the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of Companies Act, 2013. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility. Members holding shares in physical form may send their nomination in the prescribed form duly filled in to RTA at the above mentioned address.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
10. Details under Regulation 34 read with Schedule V of the Listing Regulations in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, is given in the Corporate Governance Report along with the details of their shareholding.
11. Electronic copy of the Annual Report for 2016-17, the Notice of the Annual General Meeting of the Company and instructions for e-voting, along with Attendance Slip and Proxy Form is being sent to all the members in the permitted mode.
12. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.gobindsugar.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days, excluding Saturday upto the date of AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.
13. Shareholders are requested to notify any change of address:

- (i) To their Depository Participants (DPs) in respect of the shares held in Demat form;
 - (ii) To the Company at its Registered Office at 9/1, R N Mukherjee Road, Kolkata – 700 001 in respect of shares held in physical form; and
 - (iii) In case the mailing address mentioned on this Annual Report is without the Pin Code, kindly inform the same to DP of the Company
14. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with RTA if shares are held in physical mode or with the Depository Participant if the shares are held in electronic mode.
15. The Statement of Profit and Loss for the year ended 31st March, 2017, the Balance Sheet as at that date, the Auditors' Report, the Directors' Report and all other documents annexed or attached to the Balance Sheet are available for inspection by the Members at the Registered Office of the Company between 11.00 AM and 1.00 PM on all working days up to this AGM. Members who wish to obtain information on the Company or view the Accounts for the previous years may visit the Company's website or send their queries at least 10 days in advance before the AGM to the Secretary of the Company.
16. **E-Voting:** In compliance with provisions of Section 108 of Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and detailed procedure is mentioned below:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 31st July, 2017 and ends on 03rd August, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 28th July, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (iv) Click on “Shareholders” tab.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN 170518002 for the relevant “Gobind Sugar Mills Ltd” on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the votes cast by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

- (xx) The Board of Directors has appointed Mr. Atul Kumar Labh, Practising Company Secretary (FCS-4848/CP-3238), as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxi) The Scrutinizer shall immediately after conclusion of the e-voting, count the votes cast at the meeting and unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will prepare a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman / Managing Director / Company Secretary of the Company or as per their instructions.
- (xxii) The results on resolutions shall be declared on or after the AGM of the Company and the resolution will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolution(s).

- (xxiii) The Results declared along with the Scrutinizer's Reports will be available on the website of the Company (www.gobindsugar.com) within two (2) days of passing of the resolutions and communication of the same to the Calcutta Stock Exchange Limited (CSE) and Metropolitan Stock Exchange of India Limited (MSEI) for download by the members of the Company.
16. The brief profiles of Mr. L.M. Chandrasekaran and Mr. N Suresh Krishnan have been provided in the corporate governance Report along with details as to their respective shareholding.
17. Pursuant to the provisions of Section 124 of Companies Act, 2013, as amended, dividend remaining unclaimed / unpaid for a period of seven years from the date of such transfer is required to be transferred to the Investor Education Protection Fund of the Central Government (Fund). In respect of dividend declared by the Company during the financial year ended 30th June, 2006, the Company does not have any amounts which were required to be transferred to the Fund by the Company. Accordingly, there is no liability on the part of the Company to transfer any Shares in the demat suspense account / unclaimed suspense account.

EXPLANATORY STATEMENT TO SPECIAL BUSINESS

As required by section 102 of Companies Act, 2013 ("the Act") the following explanatory statement sets out all material facts relating to the business items in the accompanying Notice:

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. Somnath Mukherjee, Cost Accountant as the Cost Auditor to conduct the audit of the cost records of the Company at a remuneration of Rs. 50,000/- plus applicable taxes and out of pocket expenses for the financial year ending March 31, 2018. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in this resolution.

Item No. 5

With a view to broad-base the Board of Directors of the Company, the Nomination and Remuneration Committee (NRC) recommended to the Board, the appointment of Mr. L.M. Chandrasekaran as an Additional Independent director of the Company. While making such recommendation, NRC had taken into account the qualifications, experience, positive attributes and independence of Mr. L.M. Chandrasekaran. The said appointment was approved by the Board in its meeting held on 08th February 2017 for a term of upto the date of Annual General Meeting.

Mr. L.M. Chandrasekaran, aged 68 years, is a Gold Medalist in Chemical Engineering (B.Tech) from the University of Madras and also a Post Graduate in Administrative Management from University of Bombay and possesses a vast and varied experience of more than 45 years, covering a wide spectrum of functions such as Production, Technical services, Project Management, Business Development, Factory Operations including Safety, Environment Management, etc. He had also been associated as VP-Operations with Zuari Agro Chemicals Limited and VP-Special Projects with Paradeep Phosphates Limited.

In December 2006, Mr. Chandrasekaran was honored as an “Outstanding Alumnus” of Coimbatore Institute of Technology, Coimbatore, during its Golden Jubilee Celebrations, wherein Dr. Abdul Kalam, the then President of India was the Chief Guest. Mr. Chandrasekaran was also associated with BITS Pilani (Goa Centre) as Adjunct Faculty from 2007 to 2011.

His directorships in other companies are given below:

SI No	Name of the Company	Designation
1	Zuari Fertilisers and Chemicals Limited	Director
2	Zuari Agri Sciences Limited	Director
3	Zuari Investments Limited	Director
4	Zuari Sugar & Power Limited	Director

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. L.M. Chandrasekaran, being eligible and offers himself for appointment, as an independent director for five consecutive years effective from 01st April 2017.

A notice has been received from member proposing Mr. L.M. Chandrasekaran as a candidate for the office of director of the Company. In the opinion of the Board, he fulfills the conditions specified in the Act for such an appointment.

The Board of Directors has recommended the appointment of Mr. L.M. Chandrasekaran as an Independent Director and accordingly the proposal is now being placed before the Members for their approval.

Except Mr. L.M. Chandrasekaran, none of the Directors and Key Managerial Personnel (KMP) of the Company or relatives of directors and KMP is/are concerned or interested in this resolution.

By Order of the Board

Laxman Aggarwal

Company Secretary

Regd Office: 9/1, R N Mukherjee Road

Kolkata – 700001

Dated: May 12, 2017
